

EXHIBIT 10-C

1 UNITED STATES BANKRUPTCY COURT
2 SOUTHERN DISTRICT OF TEXAS
3 HOUSTON DIVISION
4 In re) CASE NO: 23-34815 (JPN)
5)
6 GALLERIA 2425 Owner, LLC,) Houston, Texas
7)
8 Debtor.) Monday, July 8, 2024
9)
10) 11:10 a.m. to 11:17 a.m.
11 -----)
12

13 HEARING
14
15 BEFORE THE HONORABLE JEFFREY P. NORMAN
16 UNITED STATES BANKRUPTCY JUDGE
17

18 APPEARANCES:

19 For Debtor: REESE W. BAKER
20 Baker & Associates
21 950 Echo Lane, Suite 300
22 Houston, TX 77024
23
24 For 2425 WL, LLC: H. GRAY BURKS, IV
25 BurksBaker, PLLC
950 Echo Lane, Suite 300
Houston, TX 77024

STEPHEN SATHER
Barron & Newburger, P.C.
7320 North Mopac Expressway
Suite 400
Austin, TX 78731

For the Trustee: R.J. SHANNON
Shannon & Lee LLP
2100 Travis Street, Suite 1525
Houston, TX 77002

For QB Loop Property: SIMON RICHARD MAYER
Locke Lord LLP
600 Travis, Suite 2800
Houston, TX 77002

For Sonder USA: BROOCKS WILSON
Kean Miller LLP
711 Louisiana Street, Suite 1800
Houston, TX 77002

1 For RGN: MICHELLE E. SHRIRO
Singer & Levick PC
2 16200 Addison Road, Suite 140
Addison, TX 75001

3
4 For National Bank of ANDREW M. TROOP
Kuwait: PATRICK E. FITZMAURICE
Pillsbury Winthrop Shaw Pittman
5 31 West 52nd Street
New York, NY 10019-6131

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7 Court Reporter: UNKNOWN

8
9 Courtroom Deputy: UNKNOWN

10 Transcribed by: Veritext Legal Solutions
330 Old Country Road, Suite 300
Mineola, NY 11501
Tel: 800-727-6396

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1 HOUSTON, TEXAS; MONDAY JULY 8, 2024; 11:10 AM

2 (Call to Order)

3 THE COURT: All right, good morning. It's 9:00
4 and we're on the record for July 8, 2024. I appreciate
5 everyone attending given the storm. I have power currently.
6 If it goes out, we may get disconnected but a generator
7 should kick back in if we have any problems. So, let me go
8 ahead and call Galleria 2425 Owner, LLC, 23-34815.
9 Appearances, please.

10 MR SHANNON: Good morning, Your Honor. RJ Shannon
11 on behalf of the Trustee, Christopher Murray, who is also on
12 the line.

13 THE COURT: Thank you, Mr. Shannon.

14 MR. MAYER: Good morning, Your Honor. Simon
15 Mayer, M-A-Y-E-R, on behalf of QB Loop Property, LP, the
16 proposed buyer. And my client, Mr. --

17 THE COURT: Thank you, Mr. Mayer.

18 MR. MAYER: My client, Mr. Anwar Qadeer, has
19 called in. He's lost power so he's not able to appear by
20 video, but he should be on the line.

21 THE COURT: Thank you.

22 MR. WILSON: Good morning, Your Honor. Mack
23 Wilson for Sonder USA, Inc.

24 THE COURT: Thank you, Mr. Wilson.

25 MR. BAKER: Your Honor, Reese Baker on behalf of

1 Galleria 2425 Owner. I can -- I have no internet; I can
2 only appear on the telephone.

3 THE COURT: That's fine and we'll get to that in
4 just a few seconds, thank you.

5 MS. SHRIRO: Good morning, Michelle Shriro on
6 behalf of the RGN Entities.

7 THE COURT: Thank you.

8 MR. TROOP: Your Honor, Andrew Troop, and Patrick
9 Fitzmaurice on behalf of National Bank of Kuwait.

10 THE COURT: Thank you, sir.

11 MR. SATHER: Stephen Sather, on behalf of 2425 WL,
12 LLC and Gray Burks is appearing as well.

13 THE COURT: All right, thank you. All right, I
14 think that is everyone. Mr. Mayer just lost power, so it
15 looks like his went out. All right, so --

16 MR. MAYER: Yes, I did.

17 MR. QADEER: Yeah, this is Anwar Qadeer from QB
18 Loop, my light's also off. I'm on the phone.

19 THE COURT: That's fine, sir, you don't need to
20 make an appearance right now. I appreciate you being on the
21 line though. Okay, thank you.

22 MR. QADEER: Thank you.

23 THE COURT: All right, let me go first to Mr.
24 Shannon. Obviously, given the weather and the closing of
25 the courthouse, I want to make sure that both you and the

1 trustee are comfortable with going forward. Mr.
2 MacNaughton, do you want to make an appearance on this case,
3 you just appeared on my screen?

4 MR. MACNAUGHTON: Yes, sir, Your Honor, on behalf
5 of 2425 West Loop, LLC, a tenant.

6 THE COURT: All right, thank you very much. All
7 right, Mr. Shannon, are you comfortable going forward given
8 the courthouse closing and where we are currently with the
9 weather and the fact that no one or there may be parties who
10 cannot appear given lack of power, lack of internet?

11 MR. SHANNON: Thank you, Your Honor. Again, RJ
12 Shannon of behalf of the Trustee for the record. I am, the
13 Trustee is happy to go forward today. I'll point out,
14 Judge, that there has not been any objections to the sale
15 that was filed. There are no objections to the actual sale
16 to QB Loop.

17 Now, there has been some comments to the proposed
18 order. Most recently, just a few minutes ago, about 15
19 minutes ago I filed an updated revised proposed order
20 addressing a few of those comments. But I do not believe
21 there is going to be any objection to the entry of the
22 revised proposed order at Docket Number 606-1.

23 THE COURT: All right, let me see, let me up -- I
24 reviewed the one that you had filed earlier. I don't know
25 if you can hear the wind and noise in the background. I

1 apologize if you can. All right, I have in front of me ECF
2 606 which is the notice of revised pro-order. Bear with me
3 for one second.

4 MR. SHANNON: And Judge, ECF 606-2 has the redline
5 showing the changes. And it's just the page -- it just the
6 changes from the version filed last night.

7 THE COURT: All right. So, let me ask the parties
8 since I just saw this that probably means that other parties
9 have just seen it. This was filed apparently this morning.
10 I have not reviewed it, have all the parties on the line who
11 have interest in reviewing the order, the proposed order,
12 which is I think at ECF 606-1 had an opportunity to review
13 that order?

14 MR. BAKER: Your Honor, this is Reese Baker, I
15 have not. I have no internet, so I have not been able to
16 access this yet, at this point and time.

17 THE COURT: Mr. Baker, your client is well
18 represented today. I mean, there are multiple parties who
19 are here representing 2425 West Loop. So, Mr. Sather, I
20 think, can step into that void if you have a problem.

21 MR. MACNAUGHTON: Your Honor, this is Robert
22 MacNaughton. I just had the power go out and I was just
23 looking at the plan or the amended order, excuse me, and I
24 have not had a chance to see it.

25 THE COURT: All right. Mr. Shannon, I'm happy to

1 sign a revised form of order as soon as everyone has had a
2 chance to review it and there aren't any objections. But
3 given the weather today, that may not be possible for all of
4 the parties who are present. I'm assuming that this storm's
5 going to pass through and that hopefully everyone gets their
6 power back. May I make a suggestion that we adjourn until
7 2:00 p.m. today and see if everyone can review that order?
8 If they have no objections, I'm happy to sign it at that
9 point and time.

10 MR. SHANNON: Obviously, Your Honor, that makes
11 sense to us. It sounds like you're not going to sign it
12 otherwise, so that works for me and the Trustee, I believe.

13 THE COURT: All right. So, let's do this. I'm
14 going to adjourn hearing until 2:00 p.m. today, ask everyone
15 to attempt to review the revised order which is at 606-1.
16 Assuming that there aren't any objections, and everyone is
17 happy with that language, I'm happy to sign that order at
18 2:00 and put this matter to bed. If there are objections,
19 I'll hear them at 2:00 p.m. today, okay? Thank you all for
20 appearing and stay high and dry.

21 ALL: Thank you, Your Honor.

22 THE COURT: Thank you.

23 MR. SHANNON: Thank you, may I be excused?

24 THE COURT: You may

25 (Proceedings adjourned at 11:17 a.m.)

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C E R T I F I C A T I O N

I, Sonya Ledanski Hyde, certified that the foregoing transcript is a true and accurate record of the proceedings.

A handwritten signature in cursive script that reads "Sonya M. Ledanski Hyde". The signature is written in dark ink and is positioned between the 5th and 6th line numbers.

Sonya Ledanski Hyde

Veritext Legal Solutions

330 Old Country Road

Suite 300

Mineola, NY 11501

Date August 15, 2024